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State of Idaho

Department of State

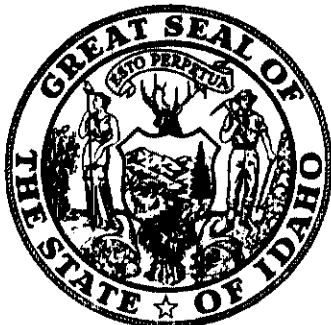
CERTIFICATE OF INCORPORATION OF

NORTHERN INTERMOUNTAIN PROFESSIONAL SKI INSTRUCTORS
ASSOCIATION, EDUCATIONAL FOUNDATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of NORTHERN INTERMOUNTAIN PROFESSIONAL SKI INSTRUCTORS ASSOCIATION, EDUCATIONAL FOUNDATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

JUN 13 11 39 AM '94
SECRETARY OF STATE

NONPROFIT CORPORATION ARTICLES OF INCORPORATION

OF

**NORTHERN INTERMOUNTAIN PROFESSIONAL SKI INSTRUCTORS ASSOCIATION,
EDUCATIONAL FOUNDATION, INC.**

The undersigned, acting as the incorporator of this Corporation under the provisions of the Idaho Nonprofit Corporation Act, ("Act") adopt the following Articles of Incorporation for the Corporation.

ARTICLE I

The name of this corporation shall be **NORTHERN INTERMOUNTAIN PROFESSIONAL SKI INSTRUCTORS ASSOCIATION, EDUCATIONAL FOUNDATION, INC.** (hereafter referred to as "Corporation") and which may be abbreviated **NIPSIA-EF**.

ARTICLE II

The duration of this Corporation shall be perpetual. The Corporation is a nonprofit corporation.

ARTICLE III

This Corporation is organized exclusively for charitable and educational purposes, including making distribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986. Included within said purposes, but not by way of limitation thereof are:

1. To assist the Professional Ski Instructors of America - Northern Intermountain Division (PSIA-NI), an Idaho nonprofit corporation, to carry out the objectives and purposes for which it was established from the standpoint of educating its members and potential members or potential ski instructors in all facets of their organization, the ski industry, and ski instruction; to carry on and sponsor educational and related activities designed to provide ski schools, ski instructors and potential ski instructors with full knowledge about the science of ski instruction; to sponsor and maintain educational programs designed to train ski instructors; to assist ski instructors in pursuing college, university, and post-graduate studies; to carry on scientific research concerning the development of better instruction methods; to produce and publish scientific, technical or other publications designed to promote and advance skiing and ski instruction; and to enlist public interest, cooperation and support in carrying out these purposes.

2. To enable this corporation to carry out said purposes, it shall have the power to buy, sell, lease, mortgage and otherwise deal in real and personal property, to borrow money and to issue an evidence of indebtedness therefor, to receive in trust or otherwise funds, property or other things of value, derived by gift, bequest, grant or other transfer and in general to exercise all powers authorized by the laws of the State of Idaho governing nonprofit corporations and otherwise to exercise all powers not prohibited by law. Nothing contained herein shall authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a Corporation formed under the Act as amended, may not at that time lawfully carry on or do.

ARTICLE IV

Except as limited by law or provision of these Articles of Incorporation, the regulation of internal affairs of this Corporation shall be as provided by its By-Laws.

ARTICLE V

The street address of the initial registered office of the corporation shall be 1245 Overland Avenue, Burley, Idaho, with a mailing address of Post Office Box 548, Burley, Idaho 83318 and the name of its initial registered agent is Lex H. Kunau.

ARTICLE VI

The management of this corporation shall be vested in a Board of Directors:

1. The Board of Directors shall consist of five (5) Directors elected from the Board of Directors of the Professional Ski Instructors of American Northern Intermountain Division. The procedure to be followed in election of the five (5) Directors shall involve a nomination from the Directors present for each individual Director position making up the Board of Directors of NIPSIA-EF and elected to a Director's position by receiving a majority vote in affirmation. It is further provided that following a three (3) calendar year period of time from the date of acceptance and registration of these Articles of Incorporation by the Secretary of State for the State of Idaho the Board of Directors may by an affirmative vote of sixty six percent (66%) of the Directors in favor thereof, order an election of a new and separate Board of Directors from the qualified members of the Professional Ski Instructors of America - Northern Intermountain Division following the provisions, conditions and qualifications contained herein and as may be further provided in the Bylaws of NIPSIA-EF.

- a. The initial Board of Directors is as herein below identified by name and address and shall serve in their director positions until replaced as provided in the Bylaws of NIPSIA-EF:

Harry L. Clark
Box 742
Lake Fork, Idaho 83635

Ron Hall
864 S. Curtis Road
Boise, Idaho 83705

Lex H. Kunau
Box 548
Burley, Idaho 83318

Bill W. Manning
10538 Wildrose Ct.
83704-2746

Bill Sutcliff
Box 1927
Sun Valley, Idaho 83353

2. Officers of the corporation shall be: President, a Vice President, and a Secretary.

3. The Directors are hereby divided into three (3) classes; the first class shall have one director and the remaining two classes shall have 2 directors each. Each of the three (3) classes and their respective terms of office as Directors shall be the same in term and expiration of term of office as the three (3) classes of Directors making up the Board of Directors of the Professional Ski Instructors, Northern Intermountain Division. The term of office of the Director in the first class shall expire at the first annual meeting after election. The term of office of the second class Directors shall expire at the second annual meeting after election. The term of office of the third class Directors shall expire at the third annual meeting after their election. At each succeeding annual election, the Director or Directors to be elected shall be chosen for a full term of three years to succeed those whose terms expire. Officers, whose terms shall be as specified in the Bylaws, shall be elected by the Board of Directors from the membership of the Board of Directors and in the sole discretion of the Board of Directors.

4. All questions coming before the corporation, its governing bodies and committees shall be decided by a majority of the votes cast, except as otherwise provided by the Articles of Incorporation and Bylaws.

5. When applicable, Roberts's Rules of Order, as published in its latest revised edition, shall determine the conduct of business in all meetings of the corporation, its governing bodies and committees, except when inconsistent with the Articles of Incorporation and Bylaws.

ARTICLE VII

The Corporation shall have no members.

ARTICLE VIII

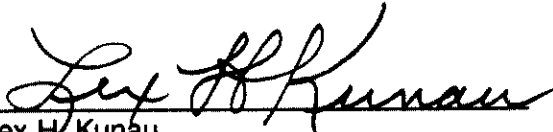
The Articles of Incorporation may be amended from time to time by an affirmative vote of sixty six percent (66%) of the Directors at any meeting called for that purpose. The authority to make and amend the Bylaws of this Corporation shall be vested in the Board of Directors.

ARTICLE IX

In the event this corporation is dissolved, the Directors shall cause the net assets of this corporation to be distributed exclusively for the purposes of the corporation to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes, as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended.

Office of Secretary of State
State of Idaho

IN WITNESS WHEREOF, I, the incorporator have affixed my signature on this 8th day of June, 1994 and hereby consent to serve as Registered Agent, in the State of Idaho, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive Service of Process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.



Lex H. Kunau

Office of Secretary of State
State of Idaho

STATE OF IDAHO)
) ss.
COUNTY OF CASSIA)

THIS IS TO CERTIFY that on the 8th day of June, 1994 before me, a Notary Public in and for the State of Idaho, personally appeared, Lex H. Kurtau to me known to be the individual described in and who executed the within and foregoing instrument and declared the same to be his free and voluntary act and deed for the uses and purposes herein mentioned.

WITNESS MY HAND and OFFICIAL SEAL hereunto affixed the day and year first above written.



NOTARY PUBLIC in and for the State of Idaho

My commission expires August 2, 1994